

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 6, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Order Extending Deadline for Debtors to Submit Statements of Reclamation Under Fed.R.Bankr.P. 9006(b) ("Reclamation Deadline Extension Order") (Docket No. 1747) [a copy of which is attached hereto as Exhibit D]
- 2) Consent Order Withdrawing Order to Show Cause Issued Against the Lee Company (Docket No. 1748) [a copy of which is attached hereto as Exhibit E]
- 3) Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which to File and Solicit Acceptances of Plan of Reorganization (Docket No. 1749) [a copy of which is attached hereto as Exhibit F]
- 4) Final Order Authorizing Employment and Retention of Latham & Watkins as Counsel for the Official Committee of Unsecured Creditors (Docket No. 1750) [a copy of which is attached hereto as Exhibit G]
- 5) Final Order Under 11 U.S.C. §§ 327(a), 328, and 1103 and Fed.R.Bankr.P. 2014(a) Authorizing Employment and Retention of Warner Stevens, L.L.P. as Conflicts Counsel for the Official Committee of Unsecured Creditors (Docket No. 1751) [a copy of which is attached hereto as Exhibit H]
- 6) Final Order Authorizing the Employment and Retention of Mesirow Financial Consulting, LLC as Financial Advisors to the Official Committee of Unsecured Creditors Nunc Pro Tunc to October 19, 2005 (Docket No. 1752) [a copy of which is attached hereto as Exhibit I]

- 7) Consent Order Withdrawing Order to Show Cause Issued Against AMR Industries Inc. (Docket No. 1753) [a copy of which is attached hereto as Exhibit J]
- 8) Consent Order Withdrawing Order to Show Cause Issued Against Proto Manufacturing, Inc. (Docket No. 1754) [a copy of which is attached hereto as Exhibit K]
- 9) Order Under 11 U.S.C. § 365(a) Authorizing Debtors to Assume Executory Contract with Pillarhouse (U.S.A.), Inc. ("Pillarhouse Assumption Order") (Docket No. 1755) [a copy of which is attached hereto as Exhibit L]
- 10) Order to Extend Time Period Within Which Debtors May Remove Actions Under 28 U.S.C. § 1452 and Fed.R.Bankr.P. 9006 and 9027 ("Removal Deadline Extension Order") (Docket No. 1756) [a copy of which is attached hereto as Exhibit M]
- 11) Order Granting Motion of Constellation NewEnergy, Inc. For (I) Relief from Stay to Exercise Recoupment and/or Setoff Rights Pursuant to Section 553 of the Bankruptcy Code and (II) Other Related Relief (Docket No. 1757) [a copy of which is attached hereto as Exhibit N]

Dated: January 10, 2006

/s/ Evan Gershbein
Evan Gershbein

Sworn to and subscribed before
me on January 10, 2006

/s/ Sarah Elizabeth Frankel
Notary Public

My Commission Expires: 12/23/08

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
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United States Trustee	Deirdre A. Martini	33 Whitehall Street	Suite 2100	New York	NY	10004	212-510-0500	212-668-2256	deirdre.martini@usdoj.gov	United States Trustee
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EXHIBIT B

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United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222		412-562-2549	412-562-2429	djury@steelworkers-usw.org	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 353	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	msmcElwee@varnumlaw.com	Counsel for Furukawa Electric North America APD
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008		614-464-6422	614-719-8676	rsidman@vssp.com	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	614-719-4663	tcobb@vssp.com	Counsel for America Online, Inc. and its Subsidiaries and Affiliates
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	EKleinhaus@wlrk.com	Counsel for Capital Research and Management Company
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	RGMason@wlrk.com	Counsel for Capital Research and Management Company
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	david.lemke@wallerlaw.com	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	robert.welhoelter@wallerlaw.com	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	gtoering@wnj.com	Counsel for Robert Bosch Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	mcruse@wnj.com	Counsel to Compuware Corporation
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102		817-810-5250	817-810-5255	bankruptcy@warnerstevens.com	Counsel for Electronic Data Systems Corp. and EDS Information Services, L.L.C.
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Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	aordubegian@weineisen.com	Counsel for Orbotech, Inc.
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Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	barnold@whdlaw.com	Counsel for Schunk Graphite Technology
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	bspears@winstead.com	Counsel for National Instruments Corporation
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WL Ross & Co., LLC	Oscar Iglesias	600 Lexington Avenue	19th Floor	New York	NY	10022		212-826-1100	212-317-4893	oglesias@wlross.com	Counsel for WL Ross & Co., LLC
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	lpinto@wcsr.com	Counsel for Armacell
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	pjanovsky@zeklaw.com	Counsel for Toyota Tsusho America, Inc.
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel for Toyota Tsusho America, Inc.

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331	248-489-7406	866-609-0888	Vice President of Administration for Akebono Corporation
Ambrake Corporation	Ronald L. Jones	300 Ring Road		Elizabethtown	KY	42701	270-765-0208	270-234-2395	Representative for Ambrake Corporation
Andrews Kurth LLP	Gogi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201	214-659-4400	214-659-4401	Counsel for ITW Mortgage Investments IV, Inc.
Arnall Golden Gregory LLP	Heath J. Vicente	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031	404-873-8682	404-873-8683	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
Bernstein Litowitz Berger & Grossman	Eileen McNerney	1285 Avenue of the Americas		New York	NY	10019	212-554-1485	212-554-1444	Counsel for Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Raifeisen Kapitalanlage Gesellschaft m.b.H and Stichting Pensioenfor ABP
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202	303-295-0202		Counsel for United Power, Inc.
Calinoff & Katz, LLP	Dorothy H. Marinis-Riggio	140 East 45th Street	17th Floor	New York	NY	10017	212-826-8800	212-644-5123	Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435	313-965-8300	313-965-8252	Counsel for BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	615-321-9555	Counsel for Averitt Express, Inc.
Cornell University	Nancy H. Pagliaro	Office of University Counsel	300 CCC Building, Garden Avenue	Ithaca	NY	14853-2601	607-255-5124	607-254-3556	Paralegal/Counsel for Cornell University
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801	516-227-6300	516-227-6307	Counsel for Jon Ballin
Frank D. Jones		158 New York Circle Cr.		Whitesburg	KY	41858-9122			
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Kutchin & Rufo, P.C.	Kerry R. Northrup	155 Federal Street	17th Floor	Boston	MA	02110-1727	617-542-3000	617-542-3001	Counsel for Parlex Corporation
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603	312-443-1832	312-443-896-6432	Counsel for Sedgwick Claims Management Services, Inc.
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603	312-443-0370	312-896-6394	Counsel for Methode Electronics, Inc.
Lord, Bissel & Brook LLP	Kevin J. Walsh Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-947-8304 212-947-8340	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
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Mayer, Brown, Rowe & Maw LLP	Raniero D'Aversa, Jr.	1675 Broadway		New York	NY	10019	212-262-1910	212-506-2500	Counsel for Bank of America, N.A.
Mayer, Brown, Rowe & Maw LLP	Jeffrey G. Tougas	1675 Broadway		New York	NY	10019	212-262-1910	212-506-2500	Counsel for Bank of America, N.A.
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Meyers, Rodbell & Rosenbaum, P.A.	Robert H. Rosenbaum	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385	301-699-5800		Counsel for Prince George County, Maryland
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Michael Cox		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202	313-456-0140		Attorney General for State of Michigan, Department of Treasury
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raternink	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Assistant Attorney General for Worker's Compensation Agency
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Attorney General for Worker's Compensation Agency
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202	410-385-3418	410-385-3700	Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202	410-385-3418	410-385-3700	Counsel for Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Morgan, Lewis & Bockius LLP	William C. Heuer, Esq.	101 Park Avenue		New York	NY	10178-0060	212-309-6000	212-309-6001	Counsel to Sumitomo Corporation
Nantz, Litowich, Smith, Girard & Hamilton, P.C.	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	MI	49546	616-977-0077	616-977-0529	Counsel for Lankfer Diversified Industries, Inc.
Noma Company and General Chemical Performance Products LLC	James Imbriaco	90 East Halsey Road		Parsippany	NJ	07054	973-884-6952	973-515-3244	
Office of the Chapter 13 Trustee	Camille Hope	P.O. Box 954		Macon	GA	31202	478-742-8706	478-746-4488	Office of the Chapter 13 Trustee
Peggy Housner		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202	313-456-0140		Assistant Attorney General for State of Michigan, Department of Treasury

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Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	989-754-7690	Corporate Secretary for Professional Technologies Services
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel for Dott Industries, Inc.
Schulte Roth & Sabel LLP	Carol Weiner Levy	919 Third Avenue		New York	NY	10022	212-756-2000	212-595-5955	Counsel for D.C. Capital Partners, L.P.
Sonnenschein Nath & Rosenthal LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020	212-768-6700	212-768-6800	Counsel for Molex, Inc. and INA USA, Inc.
Sonnenschein Nath & Rosenthal LLP	Jo Christine Reed	1221 Avenue of the Americas	24th Floor	New York	NY	10020	212-768-6700	212-768-6800	Counsel for Molex, Inc. and INA USA, Inc.
Sonnenschein Nath & Rosenthal LLP	Robert E. Richards	8000 Sears Tower	233 South Wacker Drive	Chicago	IL	60606	312-876-8000	312-876-7934	Counsel for Molex, Inc. and INA USA, Inc.
The Timpken Corporation BIC - 08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706			Representative for Timken Corporation
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503	616-752-2158		Counsel for Behr Industries Corp.
White & Case LLP	John K. Cunningham	1155 Avenue of the Americas		New York	NY	10036-2787	212-819-8200		Counsel for Appaloosa Management, LP

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

ORDER EXTENDING DEADLINE FOR DEBTORS TO SUBMIT
STATEMENTS OF RECLAMATION UNDER FED. R. BANKR. P. 9006(b)

("RECLAMATION DEADLINE EXTENSION ORDER")

Upon the motion, dated December 23, 2005, (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under Rule 9006(b) of the Federal Rules of Bankruptcy Procedure extending the deadline for the Debtors to submit statements of reclamation; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to Rule 9006(b) of the Federal Rules of Bankruptcy Procedure, the time by which the Debtors are required to submit Statements of Reclamation as set forth in

paragraph 2(b)(i) of the Amended Final Order shall be extended to and including February 21, 2006.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

4. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)
:
Debtors. : Jointly Administered
:
-----X

**CONSENT ORDER WITHDRAWING ORDER TO
SHOW CAUSE ISSUED AGAINST THE LEE COMPANY**

This Court having entered an Order to Show Cause dated November 2, 2005 (the “Show Cause Order”), upon the motion of Delphi Corporation, *et al.* (the “Debtors”), directing The Lee Company (“Supplier” and together with the Debtors, the “Parties”) to show cause at a hearing, to be held on January 5, 2005, why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Parties absent payment of \$58,617.80 on account of pre-petition goods sold by Supplier to the Debtors, and the Debtors having wired said amount to Supplier on October 21, 2005 (the “Transfer”), and the Parties having settled the issues raised by the Show Cause Order, and the Parties having agreed, *inter alia*, that: (i) Supplier will continue to ship products to the Debtors through December 31, 2005; (ii) the Debtors will seek to assume the contract(s) that they had previously entered into with Supplier; and (ii) the amount of the Transfer will be credited solely toward cure costs, if any, upon assumption, and otherwise in satisfaction of the Debtors’ post-petition obligations to Supplier (the “Agreement”), it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the parties' Agreement as set forth herein; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
January 6, 2005

/s/ Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

January 3, 2005

January 3, 2005

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

THE LEE COMPANY
By its attorneys,
REID & REIGE, P.C.
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza
New York, New York 10119
(212) 594-5000

/s/ Robert U. Sattin
ROBERT U. SATTIN (RS-CT08753)
One Financial Plaza
Hartford, Connecticut 06103
(860) 278-1150

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE
AND SOLICIT ACCEPTANCES OF PLAN OF REORGANIZATION

("1121(d) EXCLUSIVITY EXTENSION ORDER")

Upon the motion, dated December 16, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under section 1121(d) of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 - 1330, as amended, extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (collectively, the "Exclusive Periods"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.

2. The Exclusive Periods for filing and soliciting acceptances of a plan of reorganization are extended until August 5, 2006 and October 4, 2006, respectively.

3. Entry of this Order is without prejudice to (i) the Debtors' right to seek such additional and further extensions of the Exclusive Periods as may be necessary or appropriate or (ii) any party-in-interest's right to seek to reduce or terminate the Exclusive Periods for cause in accordance with 11 U.S.C. § 1121(d).

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**FINAL ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF LATHAM & WATKINS AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter coming on to be heard on the Application (the “Application”)¹ for an Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel for the Official Committee of Unsecured Creditors (the “Committee”) pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), nunc pro tunc to October 17, 2005; the Court having reviewed the Application and the Affidavit of Robert J. Rosenberg, Esq. (the “Rosenberg Affidavit”) of the firm of Latham & Watkins LLP (“Latham & Watkins”) and having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the “Hearing”); the Court on November 30, 2005, having entered that certain Interim Order Authorizing Employment and Retention of Latham & Watkins as Counsel for the Official Committee of Unsecured Creditors (Docket No. 1346); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) said law firm does not hold or represent any interest materially adverse to the Debtors, any creditors of

¹ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Application.

the Debtors, the United States Trustee for this District or any person employed in the United States Trustee's office, or any other party in interest with respect to the matters upon which said firm is to be engaged, (d) said firm is a "disinterested person" and has no adverse interest in connection with these cases as contemplated by the Bankruptcy Code, and (e) such retention is in the best interests of the Committee; the Court finding that notice of the Application given by the Committee was sufficient under the circumstances; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application, the Rosenberg Affidavit and at the Hearing on the Application establish just cause for the relief herein granted;

IT IS HEREBY ORDERED THAT:

1. The employment and retention of Latham & Watkins, as counsel for the Committee shall be, and the same hereby is, approved on a final basis, effective as of October 17, 2005.
2. Latham & Watkins shall be employed in accordance with its ordinary and customary rates, to perform the necessary legal services required by the Committee.
3. The compensation to be paid to Latham & Watkins for legal services rendered and reimbursement of expenses incurred on behalf of the Committee shall be fixed by the Court upon appropriate application therefor in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders or procedures fixed by this Court.
4. Copies of all notices, pleadings and other documents filed in these cases and any and all adversary proceedings shall be served upon the Committee by serving Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022 (attn: Robert J. Rosenberg, Esq., Mitchell A. Seider, Esq., and Mark A. Broude, Esq.).

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Case No. 05-44481 (RDD)
)	
DELPHI CORPORATION, et al.,)	(Jointly Administered)
)	
Debtors.)	Chapter 11
_____)	

**FINAL ORDER UNDER 11 U.S.C. §§ 327(a), 328, AND 1103 AND
FED. R. BANKR. P. 2014(a) AUTHORIZING EMPLOYMENT
AND RETENTION OF WARNER STEVENS, L.L.P. AS CONFLICTS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application, dated November 15, 2005 (the "Application"), of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. §§ 327(a), 328 and 1103 and Fed. R. Bankr. P. 2014, authorizing the employment and retention of Warner Stevens, L.L.P. ("Warner Stevens") as conflicts counsel to the Committee in these chapter 11 cases; and upon the Declaration of Michael D. Warner in Support of the Application for Order Authorizing Employment and Retention of Warner Stevens, L.L.P. as Conflicts Counsel to the Official Committee of Unsecured Creditors; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED that the Application is granted in all respects; and it is further

ORDERED that the Committee is authorized to retain Warner Stevens as its conflicts counsel, pursuant to Bankruptcy Code §§ 327 (a), 328 and 1103, (a) to perform services on the bankruptcy-related matters which Latham & Watkins ("Latham") cannot handle because such

matters involve Latham's respective clients and could present potential conflicts of interest for Latham, and (b) to perform other discrete duties as are assigned by Latham to Warner Stevens, as generally described in the Application and the Declaration of Michael D. Warner; and it is further

ORDERED that payment of Warner Stevens' fees and expenses shall be made, subject to Bankruptcy Court review and approval, pursuant to the terms described in the Application and the Declaration of Michael D. Warner, in accordance with the applicable provisions of the Bankruptcy Code (including sections 328, 330 and 331 of the Bankruptcy Code), the Bankruptcy Rules, and the Local Rules and Orders of this Court; and it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

ORDERED that the Committee shall serve a copy of this Order on the United States Trustee and the Debtors by hand or overnight mail within five days from the date hereof.

Dated: January 6, 2006
New York, New York

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
	: Case No. 0544481 (RDD)
Delphi Corporation, <u>et al.</u>,	:
	: (Jointly Administered)
Debtors.	:
-----	X

**FINAL ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF MESIROW FINANCIAL CONSULTING, LLC AS
FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO OCTOBER 19, 2005**

The matter having come before the Court on the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of Delphi Corporation (“Delphi”) and certain of its subsidiaries, debtors and debtors-in-possession in the above-captioned Chapter 11 cases (collectively the “Debtors”)¹, for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), authorizing the employment and retention of Mesirow Financial Consulting, LLC as financial advisors to the Committee *nunc pro tunc* to October 19, 2005; and upon the Affidavit of Larry Lattig (the “Lattig Affidavit”); and the Court being satisfied, based upon the representations made in the Application and the Lattig Affidavit, that such financial advisors represent no interest adverse to the Debtors’ estates or their creditors with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors’ estates and their creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that, pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized to employ Mesirow Financial Consulting, LLC as its financial advisors, *nunc pro tunc* to October 19, 2005, to perform the services set forth in the Application; and it is further

ORDERED that if any supplemental affidavits or declarations are filed and served after the entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations, Mesirow Financial Consulting, LLC's employment shall continue as authorized pursuant to this Order; and it is further

ORDERED that all compensation and reimbursement of expenses to be paid to Mesirow Financial Consulting, LLC shall be subject to prior approval of this Court in accordance with the requirements under Sections 328, 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time and any order of this Court establishing procedures for monthly compensation and reimbursement of expenses; and it is further

ORDERED that the Debtors and their estates shall indemnify, defend and hold harmless Mesirow Financial Consulting, LLC from and against any all liabilities suffered by or asserted against Mesirow Financial Consulting, LLC in connection with or in any way related to Mesirow Financial Consulting, LLC's engagement by the Committee, provided, however, that in no event shall Mesirow Financial Consulting, LLC be indemnified in the case of its own willful misconduct, gross negligence, bad faith, self-dealing or breach of fiduciary duty (if any); and it is further

ORDERED that all requests of Mesirow Financial Consulting, LLC for payment of indemnity pursuant to the terms of this Order shall be made by means of an application (interim or final as the case may be) and shall be subject to

review by the Court to ensure that payment of such indemnity conforms to the terms set forth herein and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought; and it is further

ORDERED that in no event shall Mesirow Financial Consulting, LLC be indemnified if the Committee or a representative of the Committee asserts a claim for, and a court determines by final order that such claim arose out of Mesirow Financial Consulting, LLC's own willful misconduct, gross negligence, bad faith, self-dealing or breach of fiduciary duty (if any); and it is further

ORDERED that in the event Mesirow Financial Consulting, LLC seeks reimbursement for attorneys' fees from the Debtors' estates pursuant to the terms of the indemnification as approved by this Order, which shall be permitted the invoices and supporting time records from such attorneys shall be included in Mesirow Financial Consulting, LLC's own applications (both interim and final), and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code without regard to whether such attorney has been retained under any provision of the Bankruptcy Code and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code; and it is further

ORDERED that within five (5) days of the entry of this Order, the Committee shall serve a copy of this Order on the Office of the United States Trustee, the Debtors and their counsel, counsel for the agent under the Debtors'

prepetition credit facility, counsel for the agent Debtors' proposed postpetition credit facility, those parties on the Master Service List, as defined by the Case Management Order and those parties identified "2002 List Parties," as defined by the Case Management Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order; and it is further

ORDERED that the requirement pursuant to Local Rule 9013-1(b) that the Committee file a memorandum of law in support of the Application is hereby waived.

Dated: January 6, 2006

New York, New York

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION:

DEIRDRE A. MARTINI
UNITED STATES TRUSTEE

By: /s/ Alicia M. Leonhard
Alicia M. Leonhard

EXHIBIT J

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
DELPHI CORPORATION, *et al.*, : Chapter 11
 : Case No. 05-44481 (RDD)
 :
Debtors. : Jointly Administered
 :
-----X

**CONSENT ORDER WITHDRAWING ORDER TO SHOW
CAUSE ISSUED AGAINST AMR INDUSTRIES INC.**

This Court having entered an Order to Show Cause dated December 15, 2005 (the "Show Cause Order"), upon the motion of Delphi Corporation, *et al.* (the "Debtors"), directing AMR Industries Inc. (the "Supplier") to show cause at a hearing to be held on January 5, 2006 why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier absent payment on account of pre-petition goods sold by Supplier to the Debtors, and Supplier and the Debtors having settled the issues raised by the Show Cause Order, and the parties having agreed, *inter alia*, that Supplier shall: (i) return to the Debtors, on or before January 13, 2006, \$2,168.58 (the "Returned Amount") of the \$6,636.48 that the Debtors wired to Supplier on November 17, 2005, which wire transfer included payment on post-petition obligations and, by mistake, a \$2,168.58 payment on

pre-petition obligations owed to Supplier also and (ii) be granted an allowed unsecured claim in the Debtors' bankruptcy cases in the amount of the Returned Amount (the "Agreement"); it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the parties' Agreement as set forth herein; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

January 3, 2006

January 3, 2006

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

AMR INDUSTRIES INC.
By its attorneys,
EPSTEIN BECKER & GREEN, P.C.
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza
New York, New York 10119
(212) 594-5000

/s/ Phillip M. Gassel by DBT
with permission
PHILIP M. GASSEL (PG-6740)
DAVID B. TATGE (a member of the
District of Columbia bar)
1227 25th Street, NW, Suite 700
Washington, DC 20037-1156
(202) 861-0900

EXHIBIT K

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**CONSENT ORDER WITHDRAWING ORDER TO SHOW
CAUSE ISSUED AGAINST PROTO MANUFACTURING, INC.**

This Court having entered an Order to Show Cause dated December 15, 2005 (the “Show Cause Order”), upon the motion of Delphi Corporation, *et al.* (the “Debtors”), directing Proto Manufacturing, Inc. (the “Supplier”) to show cause at a hearing to be held on January 5, 2006 why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier absent payment of \$332,951.80 (the “Transfer”) on account of pre-petition goods sold by Supplier to the Debtors, and the Debtors having wired the Transfer to Supplier on November 4, 2005, and Supplier and the Debtors having settled the issues raised by the Show Cause Order, and the parties having agreed, *inter alia*, that Supplier will: (i) apply the amount of the Transfer as a credit towards post-petition obligations of the Debtors to Supplier; and (ii) be permitted to file an unsecured claim in the Debtors’ bankruptcy cases in the amount of the Transfer (the “Agreement”); it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to
the terms of, the parties' Agreement as set forth herein; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

January 3, 2006

January 3, 2006

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

PROTO MANUFACTURING, INC.
By its attorneys,
STAMPER, RUBENS, STOCKER &
SMITH, P.S.
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza
New York, New York 10119
(212) 594-5000

/s/ Michael K. Staub
MICHAEL K. STAUB
720 West Boone Ave., Suite 200
Spokane, Washington 99201
(509) 326-4800

EXHIBIT L

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

ORDER UNDER 11 U.S.C. § 365(a)
AUTHORIZING DEBTORS TO ASSUME
EXECUTORY CONTRACT WITH PILLARHOUSE (U.S.A.), INC.

("PILLARHOUSE ASSUMPTION ORDER")

Upon the motion, dated December 16, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order"), pursuant to 11 U.S.C. § 365(a), authorizing the debtors to assume an executory contract with Pillarhouse (U.S.A.), Inc. ("Pillarhouse"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors' decision to assume the Contract is reasonable and appropriate under the circumstances and the assumption of the Contract is hereby approved.

3. The Debtors are authorized to take any and all actions necessary or desirable to perform the Debtors' obligations and transactions contemplated by the Contract.

4. Delphi shall pay Pillarhouse the sum of \$73,594.60 as a cure amount. Such payment shall be in full and complete satisfaction of all of Delphi's outstanding obligations under the Contract.

5. The charge for installation of the equipment in the amount of \$3,950 shall be granted administrative priority status under sections 503(b) and 507(a)(1) of the Bankruptcy Code and the Debtors shall pay such amount in accordance with the terms of the Contract.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT M

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

ORDER TO EXTEND TIME PERIOD WITHIN WHICH
DEBTORS MAY REMOVE ACTIONS UNDER 28 U.S.C. § 1452
AND FED. R. BANKR. P. 9006 AND 9027

("REMOVAL DEADLINE EXTENSION ORDER")

Upon the motion, dated December 16, 2005, (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 28 U.S.C. § 1452 and Fed. R. Bankr. P. 9006 and 9027 extending the period within which the Debtors may remove actions; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. Pursuant to Bankruptcy Rule 9006(b), the period within which the Debtors may seek to remove civil actions pending on the date of the commencement of their chapter 11

cases, pursuant to 28 U.S.C. § 1452 and Fed. R. Bankr. P. 9027(a)(2), is enlarged and extended to and including the later to occur of (a) April 6, 2006 or (b) 30 days after entry of an order terminating the automatic stay with respect to the particular action sought to be removed.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

4. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT N

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

*

DELPHI CORPORATION, *et al.*,

*

Case Nos. 05-44481 *et al.*

(Jointly Administered)

Debtors.

*

Chapter 11

* * * * *

**ORDER GRANTING MOTION OF CONSTELLATION NEWENERGY, INC.
FOR (I) RELIEF FROM STAY TO EXERCISE RECOUPMENT
AND/OR SETOFF RIGHTS PURSUANT TO SECTION 553 OF
THE BANKRUPTCY CODE AND (II) OTHER RELATED RELIEF**

Upon consideration of the Motion for (I) Relief From Stay to Exercise Recoupment and/or Setoff Rights Pursuant to Section 553 of the Bankruptcy Code and (II) Other Related Relief (the “Motion”) filed by Constellation NewEnergy, Inc. (“NewEnergy”); and sufficient notice of the Motion having been given to parties in interest as required under the circumstances; and it appearing that no other or further notice of the Motion is required; and the Court having determined that good cause exists for granting the relief requested in the Motion; and objections to the Motion, if any, having been withdrawn or overruled; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED, the Motion is GRANTED to the extent set forth herein; and it is further

ORDERED, the capitalized terms herein shall have the meanings ascribed to them in the Motion unless other indicated; and it is further

ORDERED, the automatic stay is hereby terminated, along with any stay imposed by the Final DIP Financing Order, so as to authorize the immediate exercise of setoff and/or recoupment rights by NewEnergy of the NewEnergy Claim against the Security; and it is further

ORDERED, the Debtors and NewEnergy are authorized to take all necessary steps to implement the terms of this Order; and it is further

ORDERED, the relief set forth in this Order is without prejudice to (a) NewEnergy's right to file a proof of claim in the Debtors' chapter 11 cases with regard to any amounts due on the NewEnergy Claim after NewEnergy exercises any recoupment and/or setoff rights and (b) the rights of the Debtor and the Official Committee of Unsecured Creditors to examine and, if appropriate, object to such claim; and it is further

ORDERED, this Court shall retain jurisdiction regarding the implementation of this Order.

DATED: New York, New York
January 6, 2006

/s/ Robert D. Drain
United States Bankruptcy Judge